

EXHIBIT 13

**REDACTED PER
ECF NO. 538**

REARDEN LLC, ET AL. vs TWDC ENTERPRISES 18 CORP., ET AL.
Gayle Munro on 03/10/2023

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VIDEOCONFERENCE DEPOSITION OF GAYLE MUNRO

MARCH 10, 2023

24 Reported By:

25 Dianne Coughlin, RDR, CRR
Licensed Certified Shorthand Reporter No. 10418

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1 A. No.

2 Q. All right. That's what I mean. Thank you.

3 Let's pull up tab 1, please. We'll mark
4 this as Exhibit 272.5 (Plaintiffs' Exhibit 272 marked
6 for identification.)

7 BY MR. CARLSON:

8 Q. Ms. Munro, do you have that document
9 available to you?

10 A. I do.

11 Q. All right. And what is it?

12 A. Declaration of Gayle Munro.

13 Q. All right. Did you write this document?

14 A. I was involved in writing it, yes.

15 Q. All right. So the words that are written in
16 the document, those are your words?17 A. They are words that I approved and agreed
18 with, and changed when necessary.19 Q. All right. Let me ask you a better
20 question.21 Can you just describe for me how this
22 document, this declaration, was created?23 A. I was sent a draft for feedback, additional
24 information, and to make sure that I was 100 percent
25 comfortable with all of the contents, and signing off

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1 that agreement.

2 Q. All right. And from whom did you receive
3 the draft?

4 A. If I recall correctly, it was Sam Hyams.

5 If it wasn't Sam, it would have been Ben.

6 Q. And those are Digital Domain's outside
7 counsel; is that correct?

8 A. Correct.

9 Q. When you say "Ben," you mean Mr. Kleinman?

10 A. Sorry. Yes.

11 Q. So either Mr. Hyams or Mr. Kleinman did the
12 first draft of this document; is that your testimony?

13 A. Yes.

14 MR. HYAMS: Objection. Speculation.

15 BY MR. CARLSON:

16 Q. And then you received it and you reviewed
17 it?

18 A. Yes.

19 Q. And did you make any corrections to it?

20 A. Not necessarily corrections, but I did make
21 changes based on my personal knowledge since it's my
22 declaration.

23 Q. All right. Can you turn to the last page of
24 the declaration?

25 A. Can I confirm that's page 6?

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1 Q. If I had it in --

2 MS. YOUNG: Yes.

3 BY MR. CARLSON:

4 Q. Yes, it is.

5 A. Thank you.

6 Q. I was just going to ask you, Ms. Munro, is
7 that your signature on page 6?

8 A. Yes.

9 Q. And you understood that you were signing
10 this document under penalty of perjury?

11 A. Correct.

12 Q. All right. To your understanding, was this
13 document prepared for your deposition today?

14 A. To my understanding, yes.

15 Q. All right. Let's flip up to paragraph 3,
16 please.

17 A. Yes.

18 Q. All right. And Ms. Munro, in paragraph 3
19 you identify a series of Excel spreadsheets; is that
20 correct?

21 A. It is.

22 Q. And I believe, if my math is correct, there
23 is nine of them; is that correct?

24 A. I would have to count.

25 Q. You would have to count. Well, let's both

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1 numerous people asking.

2 BY MR. CARLSON:

3 Q. Well, who were the people who asked you to
4 generate this and the other spreadsheets that we've
5 been looking at?

6 MR. HYAMS: Objection. Object to the form.

7 Vague.

8 THE WITNESS: I know Joseph Gabriel, who is
9 an internal counsel at Digital Domain, had requested
10 some documents.

11 I worked with head of finance, Nicholas Ho
12 on some.

13 And there were a number of documents, so I'm
14 sorry if I'm not clear who exactly requested them.

15 It's been five months.

16 BY MR. CARLSON:

17 Q. To your understanding did you generate these
18 documents for this litigation?

19 MR. HYAMS: Objection. Privilege.

20 Attorney-client privilege.

21 You can continue. You can answer.

22 MR. CARLSON: I'm just looking for a yes or
23 no here, Sam.

24 THE WITNESS: It wasn't specifically pointed
25 out, but I made my own assumption.

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1 I've seen it.

2 MS. YOUNG: Can we please see tab 11 in the
3 Zoom? I'm having a lot of technical difficulties
4 right now, and I can't download it from the chat.

5 THE VIDEOGRAPHER: It should be there.

6 MR. CARLSON: Let us know when you have it,
7 Blanca.

8 MS. YOUNG: Is it Nonparty Digital Domain's
9 Response and Objections to Subpoena?

10 MR. CARLSON: It is.

11 MS. YOUNG: Okay. I have it.

12 BY MR. CARLSON:

13 Q. Let me ask you to turn to page 4, and there
14 is a little paragraph titled "Matter No. 1."

15 Do you see that?

16 A. Rolling. Sorry.

17 Q. That's all right.

18 A. Ah. Yup.

19 Q. Could you read that to yourself, and let me
20 know when you are done?

21 A. I've read it.

22 Q. Are you -- do you understand that you are
23 Digital Domain's representative to testify with
24 respect to its knowledge regarding "Communications
25 with Disney and/or any Disney affiliate including but

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1 not limited to Chip Pictures relating to facial
2 performance capture, how it would be provided, and
3 the technologies that would be used for visual
4 effects in *Beauty and the Beast*"?

5 A. I do, yeah.

6 Q. When did -- well, let me strike that for a
7 moment.

8 How did you prepare yourself to testify with
9 respect to Digital Domain's knowledge on that
10 subject?

11 A. Firstly, obviously my own exposure to Chip
12 Pictures.

13 I spoke to one of the people that was
14 involved in the original bidding and pitch to Disney
15 for DD to be considered for the work.

16 I also spoke to my direct report at the time
17 in 2016, who is also executive producer, and just
18 checked to see what their exposure was with regard to
19 this.

20 Q. Okay.

21 MR. CARLSON: And Counsel, I am going to
22 invite Mr. Perlman to come back since we're done with
23 the spreadsheets.

24 Any objection?

25 MR. HYAMS: No objection.

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1 THE WITNESS: I don't know how to answer
2 that because I just don't know.

3 BY MR. CARLSON:

4 Q. All right. If you wanted to know the answer
5 to that question, who would you ask?

6 A. Probably Joseph Gabriel.

7 Q. I guess you haven't spoken to him in
8 preparation for your deposition today.

9 A. I have, but not about this particular
10 article specifically.

11 Q. Okay. So let's pull up tab 13, please.

12 Actually, let's go back to the 30(b)(6)
13 notice if we could. I want to ask about Matter No.
14 2.

15 A. It's tab 11?

16 THE VIDEOGRAPHER: Yes.

17 MR. CARLSON: Okay. Thank you. I was going
18 through my notes to find that.

19 Q. I wanted to ask you about matter No. 2 now.
20 It's on page 5 of the notice, and it's -- the matter
21 for inquiry is "The negotiation and meaning of the
22 terms of Digital Domain's contract with Chip Pictures
23 for visual effects in Beauty and the Beast."

24 Do you understand that you are Digital
25 Domain's designee to testify with respect to its

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1 knowledge on this subject?

2 A. I do.

3 Q. All right.

4 Now we can go to tab 13. This is Exhibit 67
5 to the Mimi Steele deposition, and if you could flip
6 to page 2, please, I would appreciate it.

7 There. No. No. Back up. I meant the
8 second page.

9 There we go. Good. Thank you.

10 My question, Ms. Munro, is whether you've
11 seen this document before.

12 A. I've seen the document once it was fully
13 executed.

14 Q. All right. And that was -- that was on or
15 about the date it bears, March 31 of 2015?

16 A. That would be correct.

17 Q. Okay. And did you have a purpose in mind
18 when you saw this document?

19 MR. HYAMS: Objection. Vague.

20 THE WITNESS: It contains a lot of
21 information that's very relevant to running a
22 project, including and not limited to things like
23 payment schedules, credits. Sometimes it will
24 contain -- and I'm scrolling through -- they contain
25 full shot lists, asset lists.

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1 section 11.a.

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A series of 20 horizontal black bars of varying lengths, arranged vertically. The bars are of uniform thickness and are set against a white background. The lengths of the bars decrease from top to bottom, creating a visual gradient. The first bar is the longest, followed by a shorter bar, then a longer bar, and so on, alternating in a repeating pattern of length. The bars are positioned in a staggered, non-overlapping manner.

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A horizontal bar chart consisting of 15 solid black horizontal bars of varying lengths. The bars are arranged vertically from top to bottom. The lengths of the bars are as follows: 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16. Each bar is approximately 10 pixels thick and is set against a white background.

22 BY MR. CARLSON:

23 Q. Okay this is -- I think this is the last one
24 I am going to go over with you, Ms. Munro.

25 Can we go to section 21? This is a section

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1 A. Joseph Gabriel.

2 Q. Did you talk with -- I gather -- you
3 mentioned that you spoke with Mr. Gabriel. I am not
4 going to ask you for any specifics, but did you --
5 was he the source of the information that he knew
6 about the SHST case?

7 A. He was, yes.

8 Q. Did you talk to anyone else about whether
9 they knew about the SHST case?

10 A. I talked to Ben Kleinman and Sam about it,
11 yeah.

12 Q. Did you talk to anyone else at Digital
13 Domain about whether they knew about the SHST case?

14 A. I did.

15 Q. Who else did you talk to?

16 A. I talked to Erika Jennings, who I referenced
17 earlier. At the time she was DD's executive producer
18 and head of production.

19 Q. And what did she say about that?

20 A. She also was unaware of it at the time.

21 Q. Did you attempt to contact Mr. LaSalle, and
22 ask him about it?

23 A. Not directly, I did not.

24 Q. Did you try to contact him indirectly?

25 A. Not even indirectly.

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1 **How did you prepare for this topic, prepare**
2 **to testify regarding this topic?**

3 A. I talked to Heather Jennings, who was around
4 at the time of the pitch.

5 I talked to Kelly Port also, who was onsite
6 and the visual effects supervisor involved in all
7 aspects.

8 I checked all records.

9 **Q. Okay. So you looked for relevant records**
10 **regarding this topic; is that correct?**

11 A. That's correct.

12 MR. CARLSON: Objection. Leading.

13 THE WITNESS: It is correct.

14 BY MR. HYAMS:

15 **Q. Okay. Did you speak with Kelly Port**
16 **regarding this topic?**

17 MR. CARLSON: Objection.

18 BY MR. HYAMS:

19 **Q. You can answer if you know.**

20 A. Sorry. When I look up like that, it means
21 I'm actually thinking what did I talk to Kelly about.

22 Not specifically the subject, no.

23 **Q. Did you speak with Joanna?**

24 A. I did not.

25 **Q. Okay. Did you speak with Joe Gabriel**

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1 regarding this topic?

2 A. We did broadly.

3 Q. Okay.

4 Can we go to matter No. 2, please.

5 How did you prepare for matter No. 2,

6 Ms. Munro?

7 A. Prep sessions with people that were around
8 and directly involved in that original contract,
9 which predated my joining the show.

10 Q. Did you speak with Erika about -- in your
11 preparation for this topic?

12 A. Yup. Erika and Heather Jennings.

13 Q. Okay. Did you speak with Joe Gabriel
14 regarding this topic?

15 A. I can't recall whether it came up. I'm
16 sorry.

17 Q. Did you review the contract that's mentioned
18 in this topic?

19 A. Yes, I did.

20 Q. Thank you.

21 Let me scroll to matter No. 3, please.

22 Do you have it on your screen, Ms. Munro,
23 item No. 3?

24 THE VIDEOGRAPHER: Sorry. It froze on me.

25 MR. HYAMS: That's okay.

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1 Q. For matter No. 3, how did you prepare for
2 this matter number?

3 A. I asked Erika Burton in the course of one of
4 our conversations.

5 I also talked to Joseph Gabriel.

6 Q. Okay. Did you research and review the
7 relevant records?

8 A. There were no records available to me on
9 this case.

10 Q. Are you aware of any communications between
11 DD3 and Disney or Disney affiliate regarding the SHST
12 case?

13 A. Yeah.

14 Q. Let's go to matter No. 4, please. Okay.

15 How did you prepare for matter No. 4,
16 Ms. Munro?

17 A. I read through the contract just to refresh
18 myself after all of this time as to what level of
19 detail and methodology included.

20 I cross-referenced that to the bid that I
21 produced as a live bid by some of the initial dates
22 for the show, and nowhere in there was Mova facial
23 performance capture or Mova services.

24 Q. Did you speak with anyone regarding your
25 preparation for this matter?

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1 The only thing provided was animation, some
2 of which used processed Mova data as the basis, but
3 none of that Mova data was passed to animation after
4 June 17th, 2016, again by Storm, DMX, and Shotgun
5 records.

6 **Q. Did you speak with anyone during your**
7 **preparation to confirm this?**

8 A. Not really. It's kind of similar to the
9 last one, so I would have nothing more to add.

10 **Q. And let's go to matter No. 21.**

11 **Ms. Munro, what did you do today to prepare**
12 **to testify -- I'm sorry.**

13 **What did you do to -- strike that.**

14 **What did you do to prepare to testify today**
15 **regarding matter No. 21?**

16 A. I communicated with Joseph Gabriel at DD,
17 who handled all of our project contracts.

18 **MR. HYAMS: That's all I have. Thank you.**

19 **EXAMINATION BY MS. YOUNG**
20 **BY MS. YOUNG:**

21 **Q. Ms. Munro, I have few questions, and they**
22 **should be short, but I want to clean up a few things.**

23 **Can we please pull up tab 2, what we marked**
24 **as Exhibit 273.**

25 **So Ms. Munro, this is a very detailed**

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1 UNITED STATES DISTRICT COURT)
2 NORTHERN DISTRICT OF CALIFORNIA) ss.
3 OAKLAND DIVISION)

3

4 The witness, GAYLE MUNRO, in the foregoing
5 deposition appeared before me, Dianne Coughlin, a
6 Certified Shorthand Reporter in and for the State of
7 California.

6

7 Said witness was then and there at the time and
8 place previously stated, by me placed under oath to
9 tell the truth, the whole truth, and nothing but the
truth in the testimony given on the date of the
within deposition.

9

10 The testimony of the witness and all questions
11 and remarks requested by Counsel and reported
12 thereafter, under my direction and control, caused to
13 be transcribed into typewritten form by means of
14 Computer-Aided Transcription.

12

13 I am a Certified Shorthand Reporter licensed by
14 the State of California. I further certify that I am
not of counsel or attorney for either or any of the
parties to the case named in the within caption, and
that I am not related to any party thereto.

15

16 IN WITNESS WHEREOF, I have hereunto affixed my
signature this 11th day of March, 2023.

17

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Dianne Coughlin, RDR, CRR
California Certified Shorthand Reporter No. 10418

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1 CHANGES AND SIGNATURE

2 WITNESS NAME: Gayle Munro, 03/10/2023

3	PAGE	LINE	CHANGE	REASON
4	8	2	"via fix" to "vfx"	Misheard what I said

5	71	8	"I coordinate" to "coordinator"	Correction
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6	81	8	"spirit" to "Aspera"	Correction
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7	119	22	"THE WITNESS" to "MR CARLSON"	
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20 I, Gayle Munro, have read the foregoing

21 transcript and hereby affix my signature that same is

22 true and correct, except as noted above.

23 
24

25 Gayle Munro